





MARVEL LEGACY BEGRUDGINGLY PRESENTS...



SPIDER-MAN CREATED BY
**STAN LEE &
STEVE DITKO**

**THE GREATEST
FIGHT OF YOUR LIFE!**

DEADPOOL CREATED BY
**ROB LIEFELD &
FABIAN NICIEZA**

PREVIOUSLY:

PETER PARKER WAS TRYING TO SETTLE INTO A QUIET RETIREMENT IN AN ASSISTED LIVING FACILITY, BUT FELLOW RESIDENT WADE WILSON NEVER COULD TAKE A HINT. WHEN THE *DAILY BUGLE* REPORTED THAT A YOUTHFUL DEADPOOL WAS BACK ON THE PROWL, WILSON PLEADED WITH PARKER TO DUST OFF HIS OLD WEB-SHOOTERS AND HELP HIM TAKE DOWN THE IMPOSTOR, AGAINST WHOM THEY HOLD AN OLD, DEEP GRUDGE, BUT PETER REFUSED...UNTIL WADE HIRED SOME FOLKS TO STAGE A CRIME FOR PETER TO FOIL, AND HE GOT A TASTE OF HIS OLD HEROICS. AT LAST, THEY SUITED UP, SNUCK PAST RECEPTION AND HIT THE STREETS.

ARMS RACE

VS

PETER PARKER WAS BITTEN BY AN IRRADIATED SPIDER, GRANTING HIM AMAZING ABILITIES, INCLUDING THE PROPORTIONAL SPEED, STRENGTH AND AGILITY OF A SPIDER, AS WELL AS ADHESIVE FINGERTIPS AND TOES. AFTER LEARNING THAT WITH GREAT POWER, THERE MUST ALSO COME GREAT RESPONSIBILITY, HE BECAME THE WORLD'S GREATEST SUPER HERO! HE'S...

SPIDER-MAN

WADE WILSON WAS CHOSEN FOR A TOP-SECRET GOVERNMENT PROGRAM THAT GAVE HIM A HEALING FACTOR ALLOWING HIM TO RECOVER FROM ANY WOUND. FOR A TIME, WADE TRIED TO BE A HERO, THROWING IN WITH THOSE WHO INSPIRED HIM. ALL HE GOT FOR HIS EFFORTS WAS PAIN. NOW, HE'S BACK TO OFFING CHUMPS AND MOUTHING OFF...REGENERATING AND DEGENERATING (MORALLY SPEAKING)...HE'S...

DEADPOOL

WRITER **ROBBIE THOMPSON** ★ PENCILER **SCOTT HEPBURN** *with*

COLOR ARTIST **IAN HERRING** LETTERER **VC's JOE SABINO** COVER **SCOTT HEPBURN & MORRY HOLLOWELL**

MANNY MEDEROS ★ **KATHLEEN WISNESKI** ★ **JORDAN D. WHITE**
TITLE PAGE DESIGNER ASSISTANT EDITOR & **NICK LOWE** EDITORS

PRESIDENT **DAN BUCKLEY** ★ CHIEF CREATIVE OFFICER **JOE QUESADA**
EDITOR IN CHIEF **C.B. CEBULSKI** ★ EXECUTIVE PRODUCER **ALAN FINE**

SPIDER-MAN,
JUST...JUST HANG
IN THERE...WE'RE
GONNA GET YOU
SOME HELP--

...HEY...
YOU OKAY,
WADE?

C'MON. LET'S
PUT A SMILE ON
THAT CRAZY FACE
OF YOURS. YOU WANNA
HEAR ONE OF MY
FAVORITE JOKES?
WHAT'S A SUPER--

LISTEN.
THAT...*THING*.
IT WASN'T...I
DIDN'T--



IT WASN'T
YOU. NOT THE
REAL YOU.

NOT ALL
KATANAS LOOK
ALIKE, WADE,
REMEMBER?

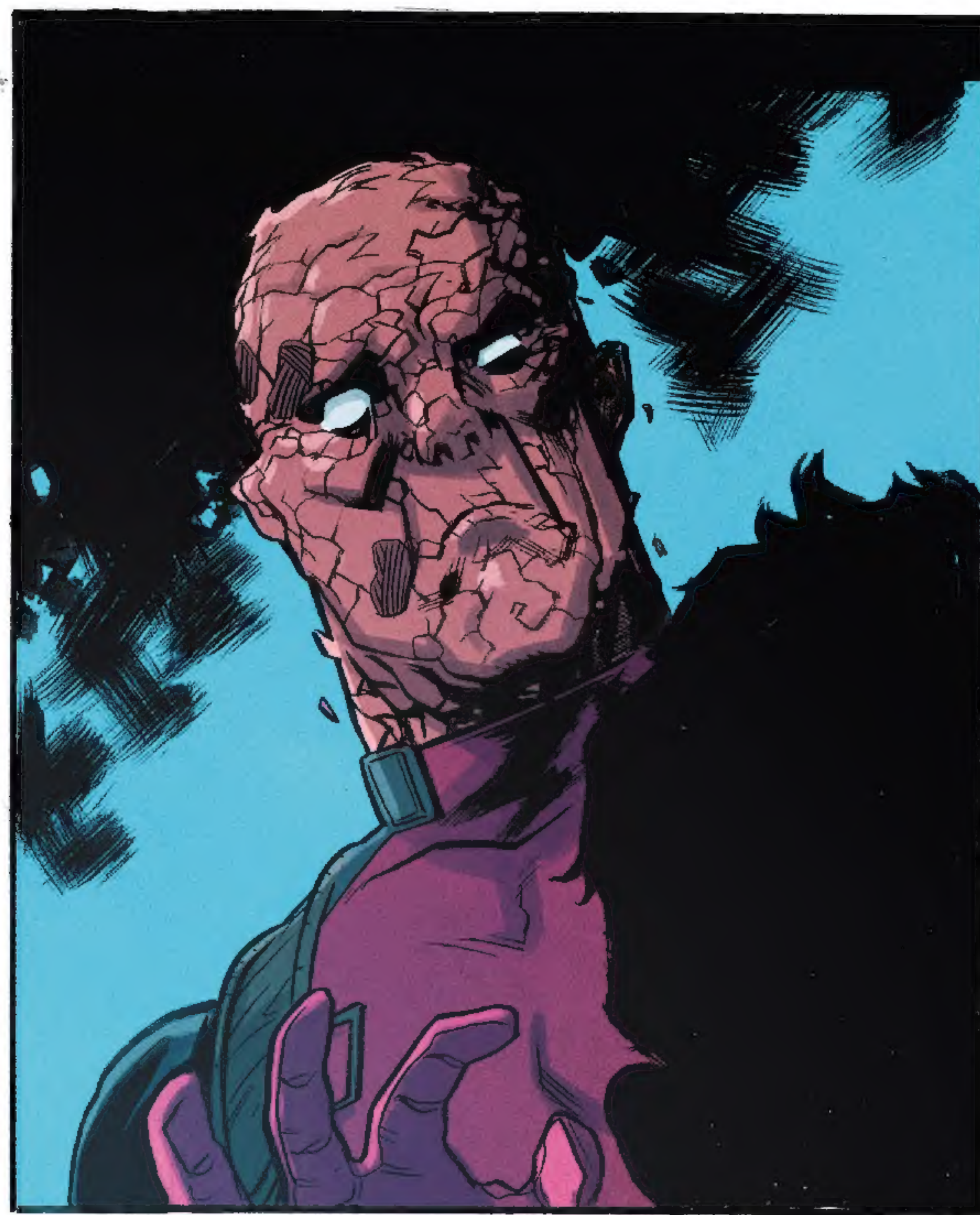
SOMEONE
MUST HAVE
CLONED ME...
AND WHEN I
FIND OUT
WHO--



JUST...
LEMME FINISH.
NOW...



...WHAT'S A
SUPER HERO'S
FAVORITE PART
OF A JOKE?





...NO!



MMBL
HMNPARKERLUCK
BURNEDWHEAT
CAKESAGAIN



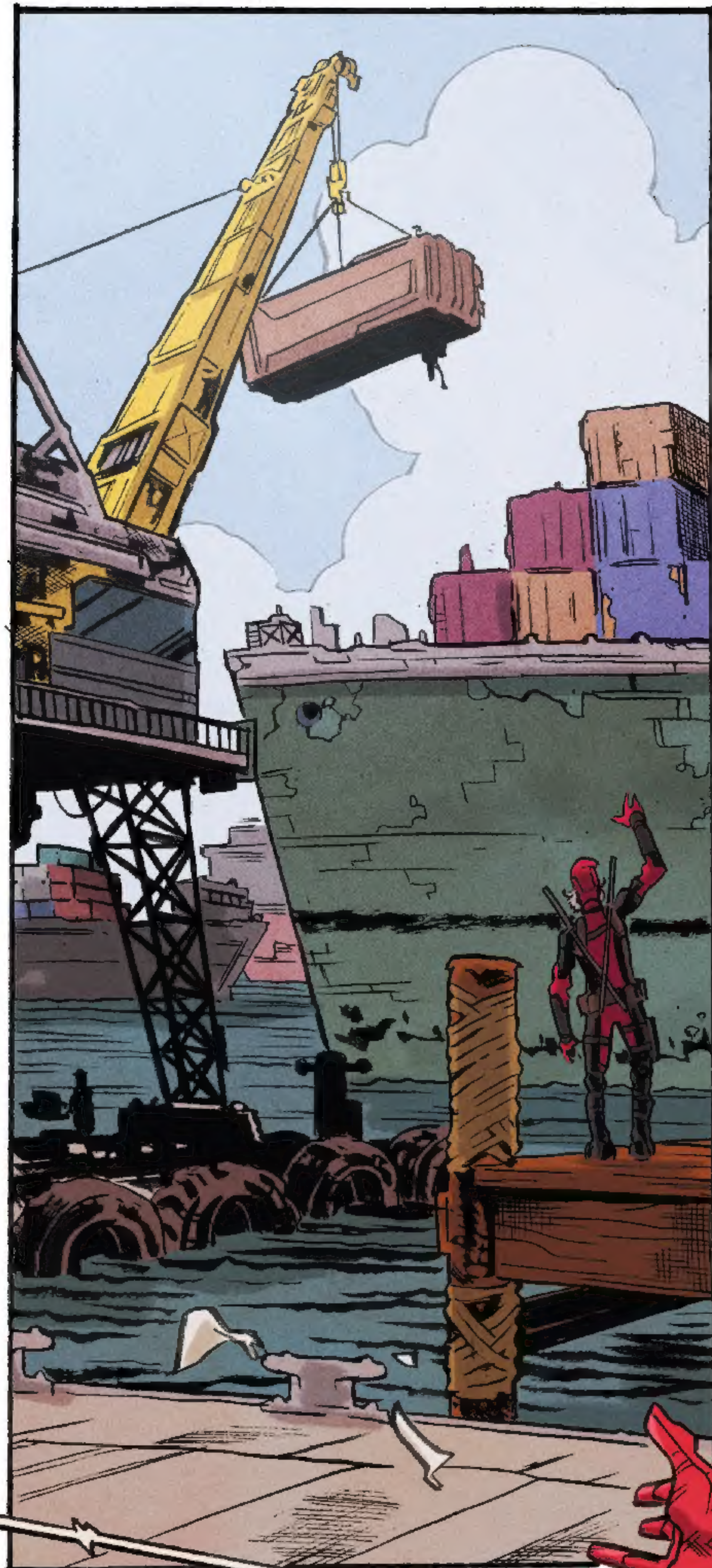
MMBLE
MMHHNN
ZZZ

GET SOME
MORE REST,
PARKER.

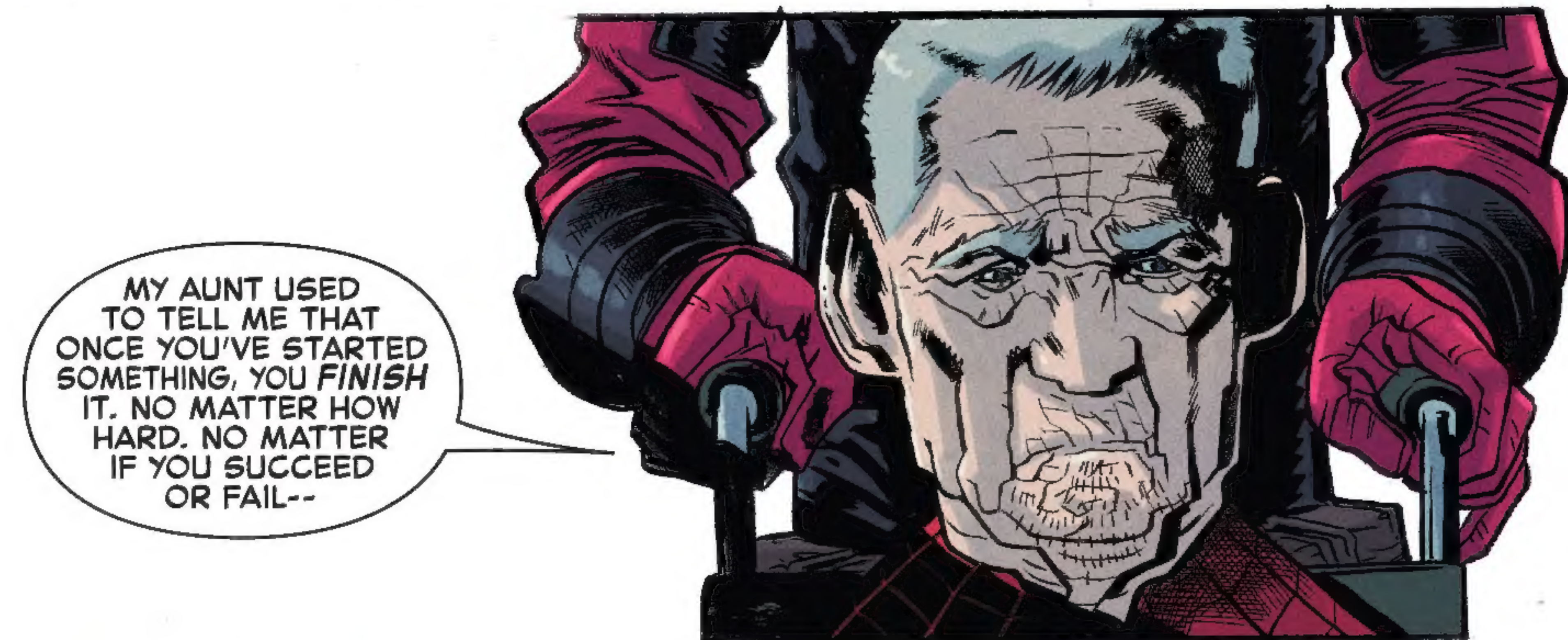


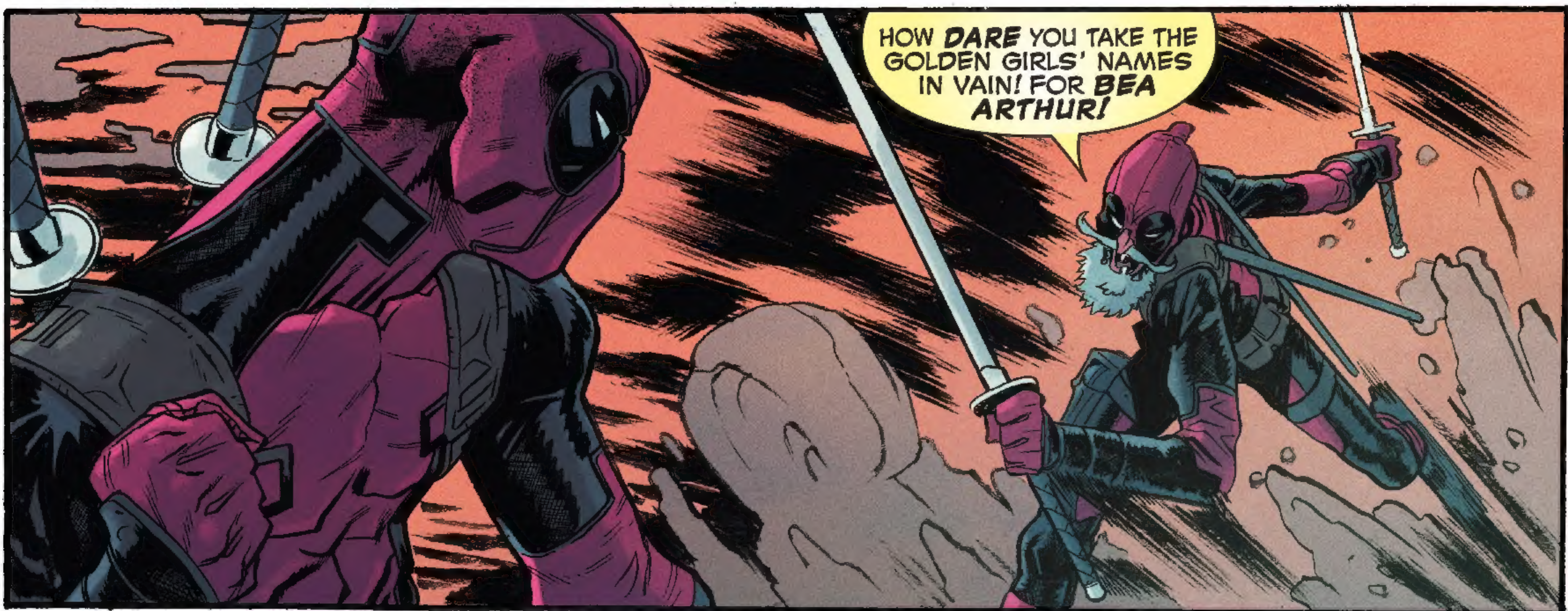
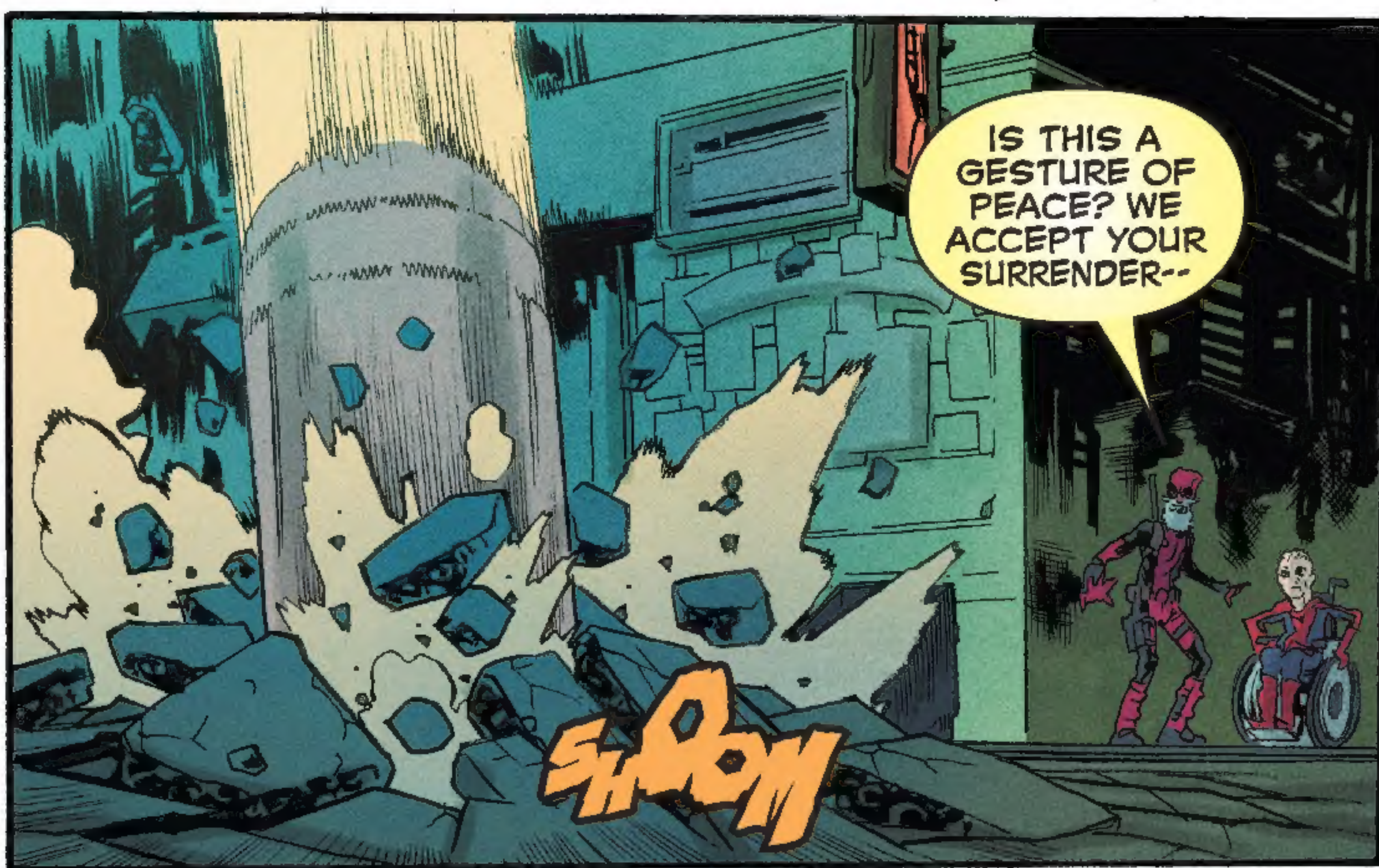
YOU'RE
GONNA
NEED IT.









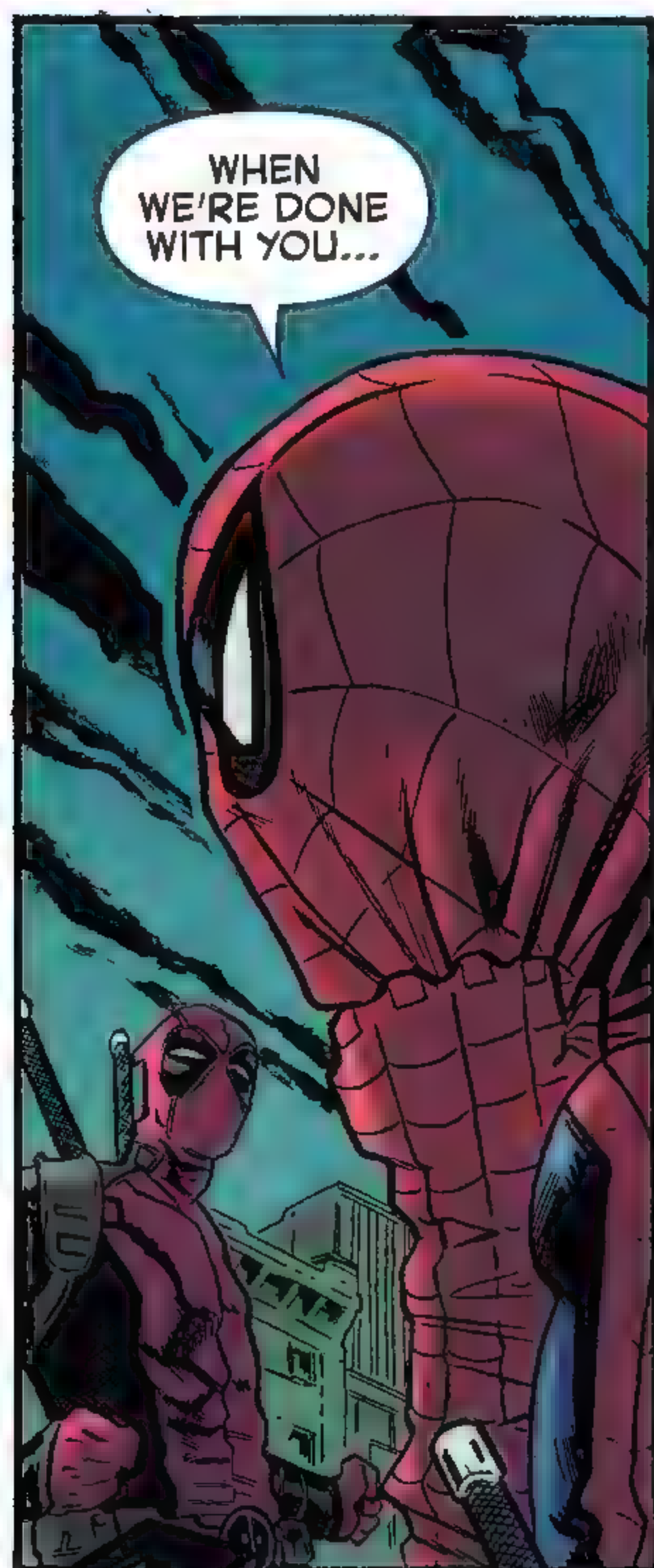




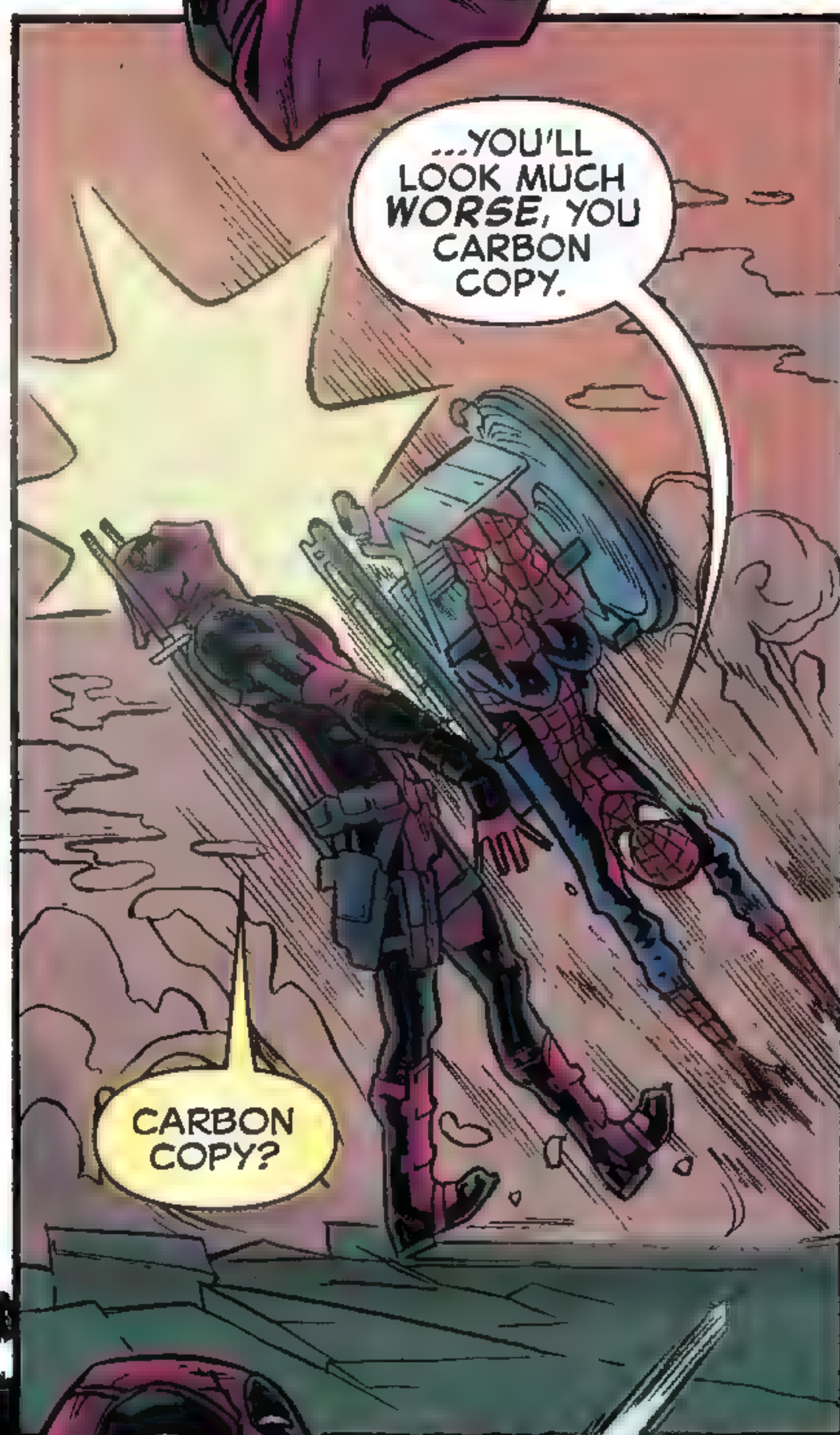
WADE, I GOTTA SAY, YOU ARE LOOKING **SUSPICIOUSLY OLD.**

I MEAN, IT'S **WEIRD**, RIGHT? YOUR BLOOD IS FLOWING WITH HEALING FACTOR.

SHOULDN'T YOU LOOK LIKE ME, INSTEAD OF A ROTTING POTATO?



WHEN WE'RE DONE WITH YOU...

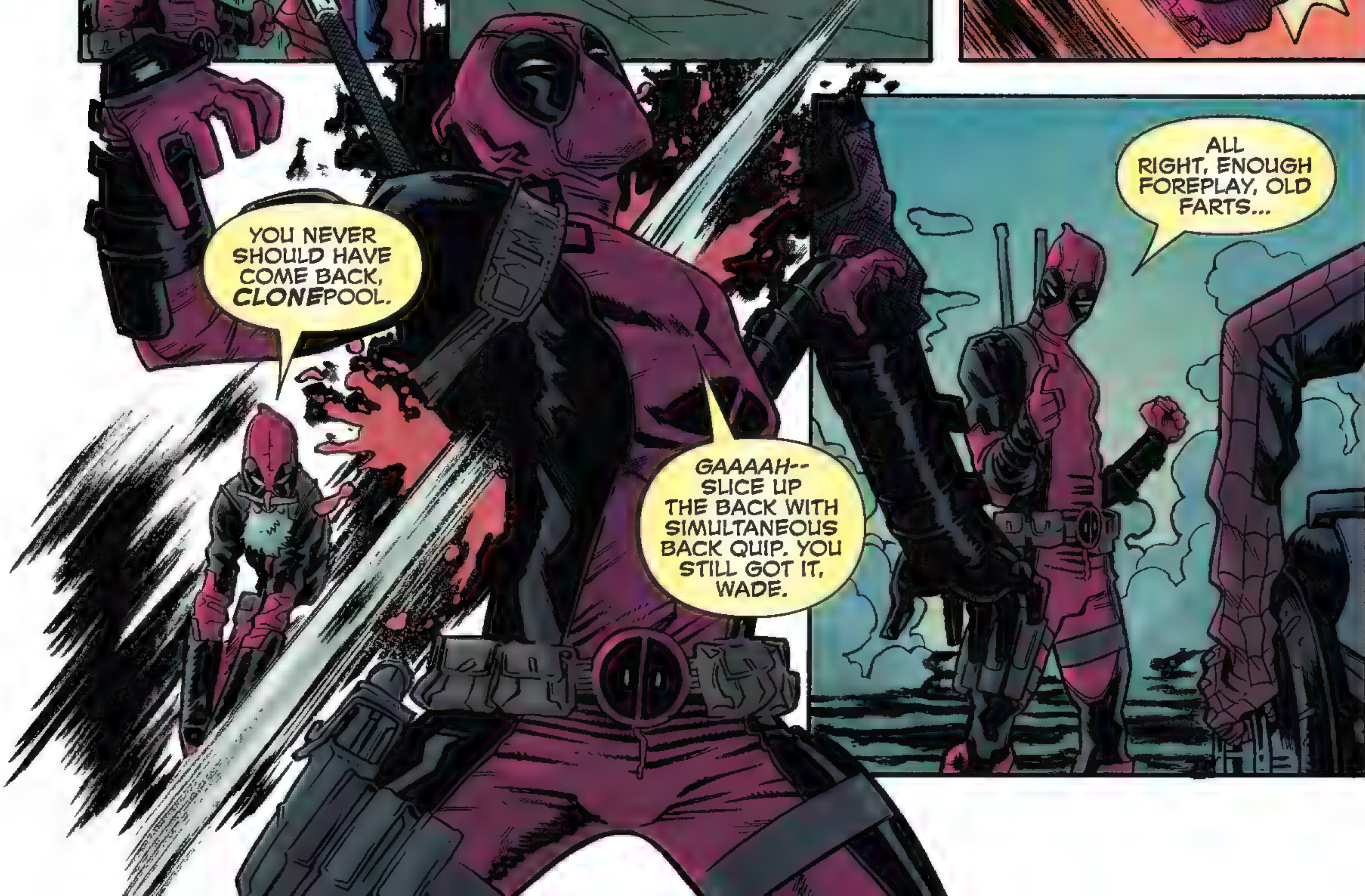


...YOU'LL LOOK MUCH **WORSE**, YOU CARBON COPY.

CARBON COPY?



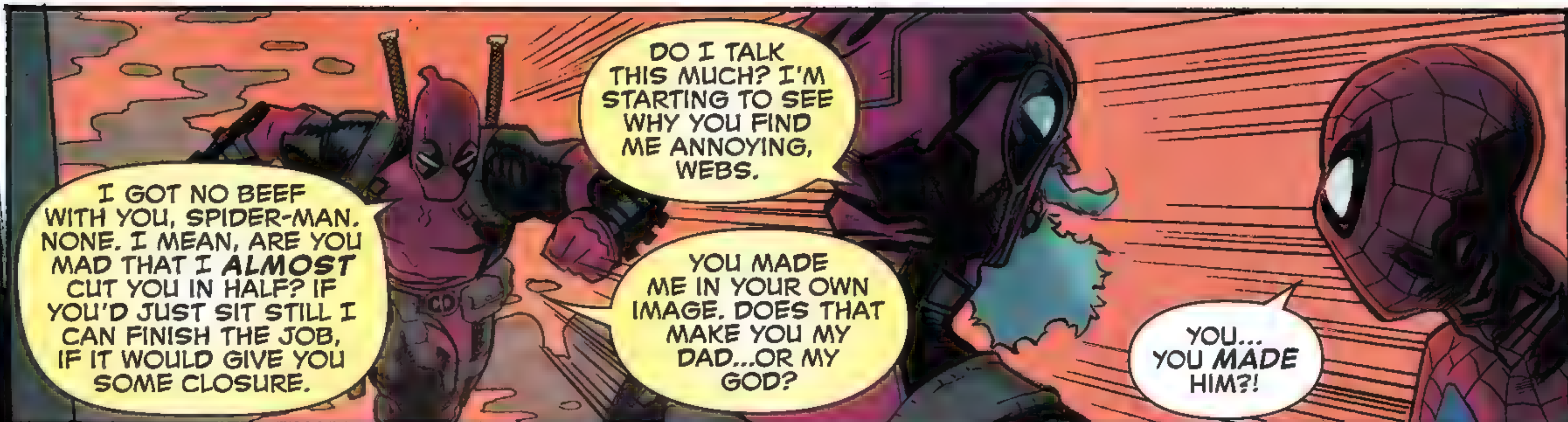
IS HE **STILL** SELLING YOU ON ME BEING A CLONE? THAT'S A SPIDER-MAN THING, NOT A DEADPOOL THING, CHUMP!



YOU NEVER SHOULD HAVE COME BACK, **CLONEPOOL.**

GAAAAH-- SLICE UP THE BACK WITH SIMULTANEOUS BACK QUIP. YOU STILL GOT IT, WADE.

ALL RIGHT, ENOUGH FOREPLAY, OLD FARTS...



I GOT NO BEEF WITH YOU, SPIDER-MAN. NONE. I MEAN, ARE YOU MAD THAT I **ALMOST** CUT YOU IN HALF? IF YOU'D JUST SIT STILL I CAN FINISH THE JOB, IF IT WOULD GIVE YOU SOME CLOSURE.

DO I TALK THIS MUCH? I'M STARTING TO SEE WHY YOU FIND ME ANNOYING, WEBS.

YOU MADE ME IN YOUR OWN IMAGE. DOES THAT MAKE YOU MY DAD...OR MY GOD?

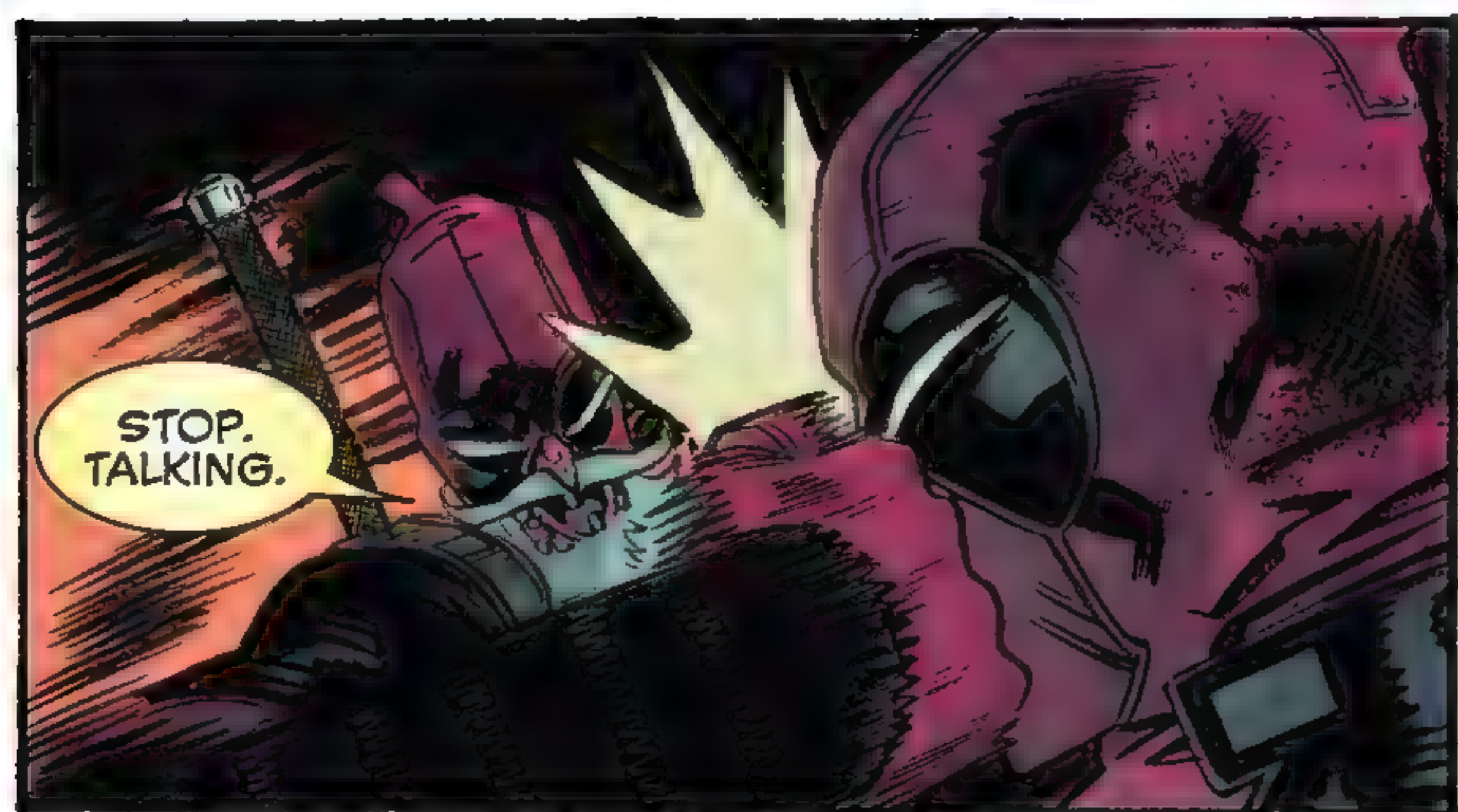
YOU... YOU MADE HIM?!



I DID NO SUCH THING--

YOU BROUGHT ME TO LIFE THE SECOND YOUR HAND TOUCHED THAT CONSOLE BACK IN TABULA RASA.*

*IT'S TRUE! SEE ISSUE #25! IT HAPPENED!



STOP. TALKING.



YOU REALLY DON'T THINK YOUR BESTIE DESERVES TO KNOW THE TRUTH?



WHAT IS HE TALKING ABOUT, WADE?



I'M TALKING ABOUT THE FACT THAT WADE HERE KNEW WHAT I REALLY WAS, AND THAT HE'S RESPONSIBLE FOR ME BEING A THING. AIN'T THAT RIGHT, WADE?

HE'S BEEN TRYING TO KILL ME BEFORE YOU DISCOVERED THE TRUTH FOR YEARS.

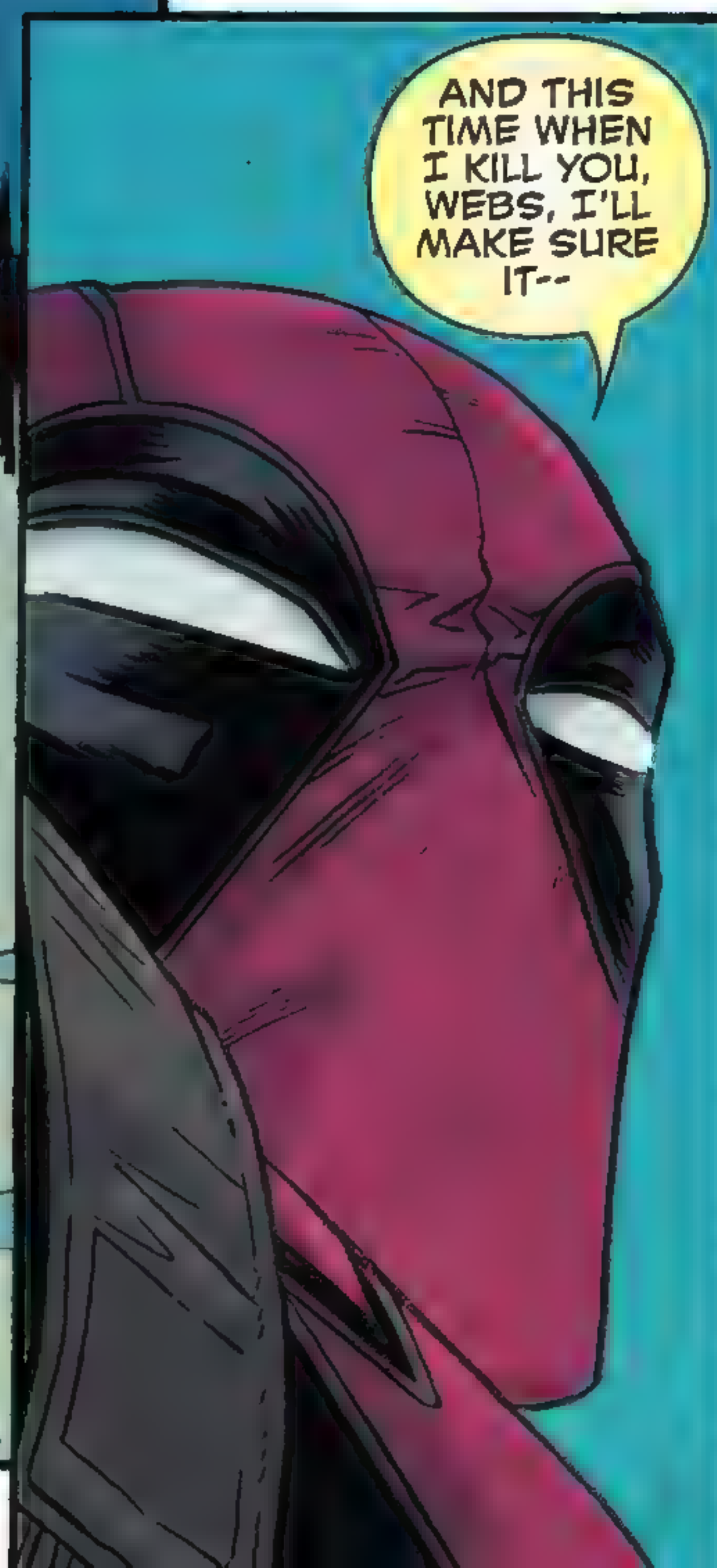


BUT HE KNEW I'D COME OUT OF HIDING THE SECOND HE TURNED THAT DEVICE ON...

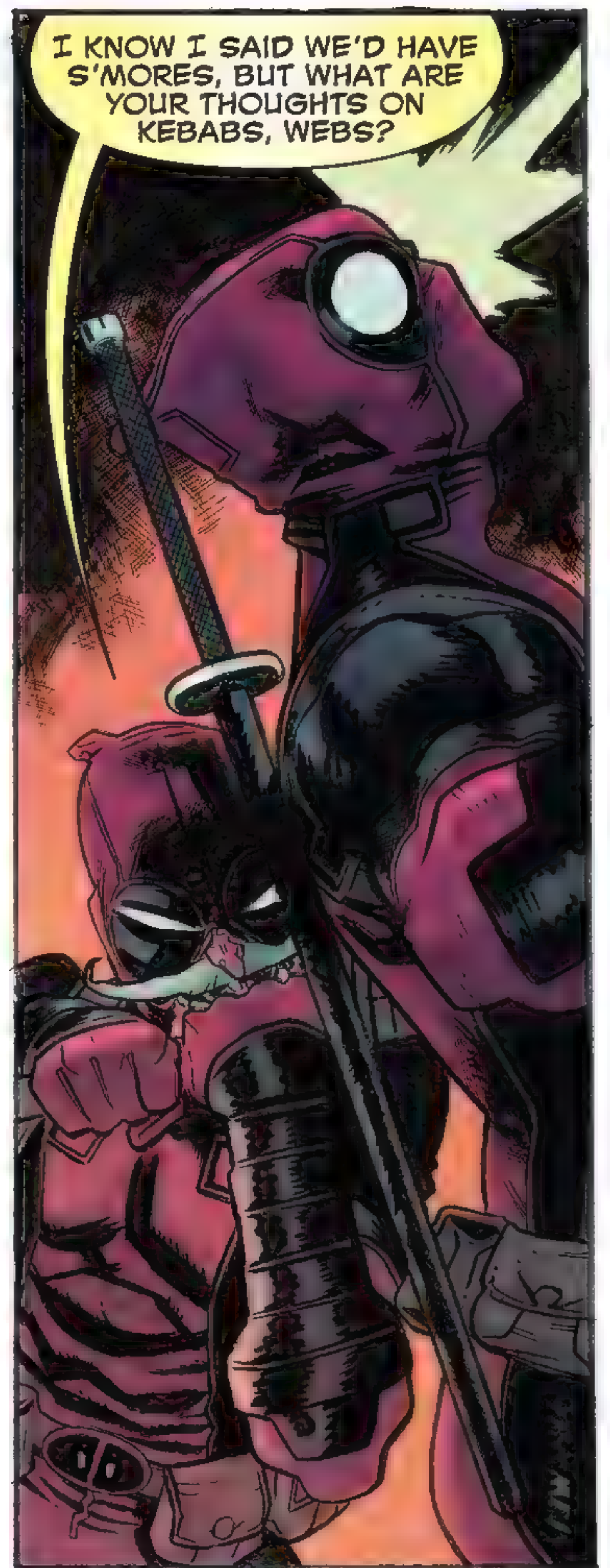


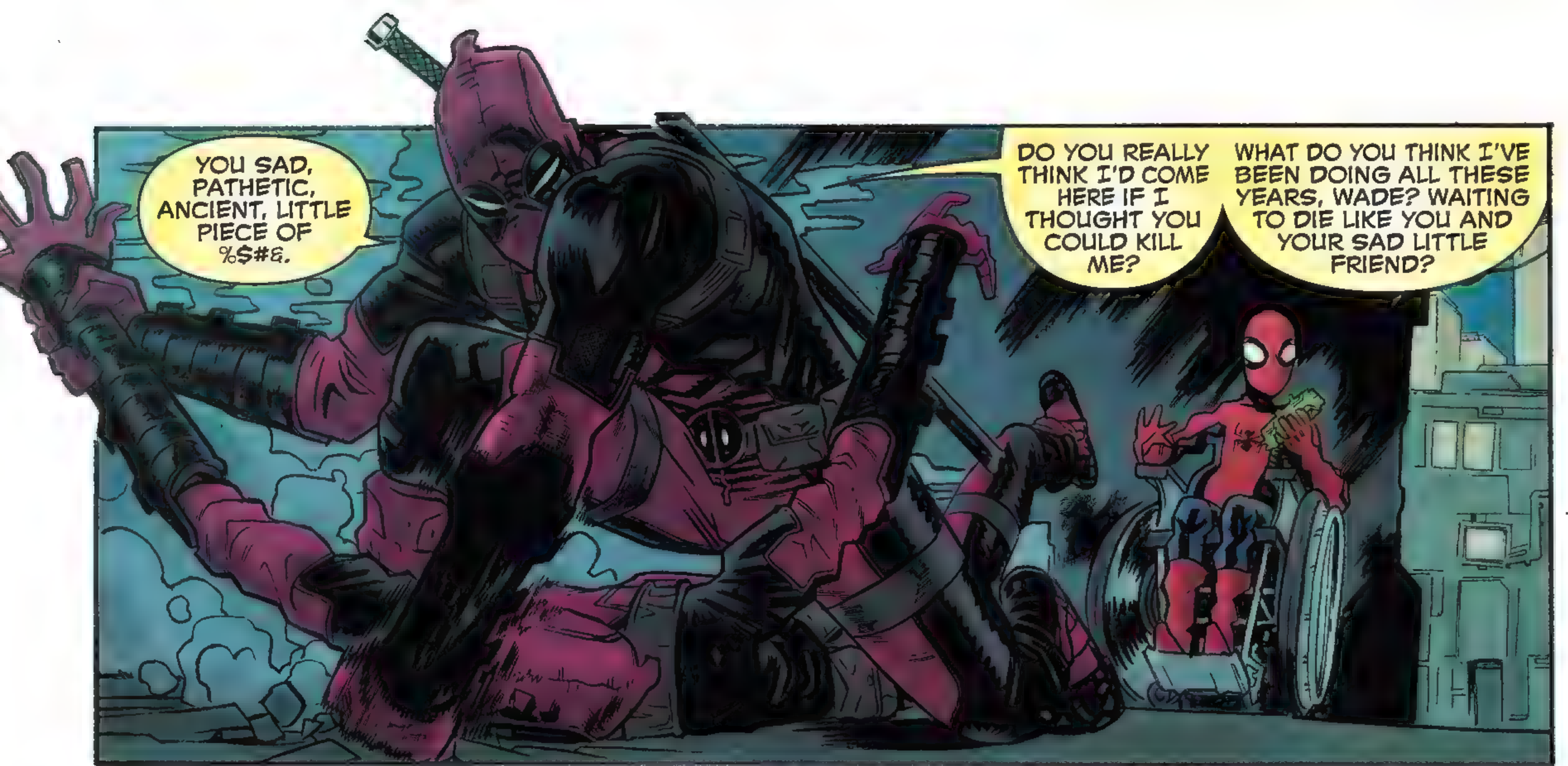
...THAT LITTLE DEVICE IN WADE'S GEAR, TUCKED UNDER YOUR OLD, SAGGY BOTTOM.

DON'T WORRY. I'LL MAKE THIS QUICK. AND ALL THIS PAIN AND FAILURE WILL GO AWAY.



AND THIS TIME WHEN I KILL YOU, WEBS, I'LL MAKE SURE IT--

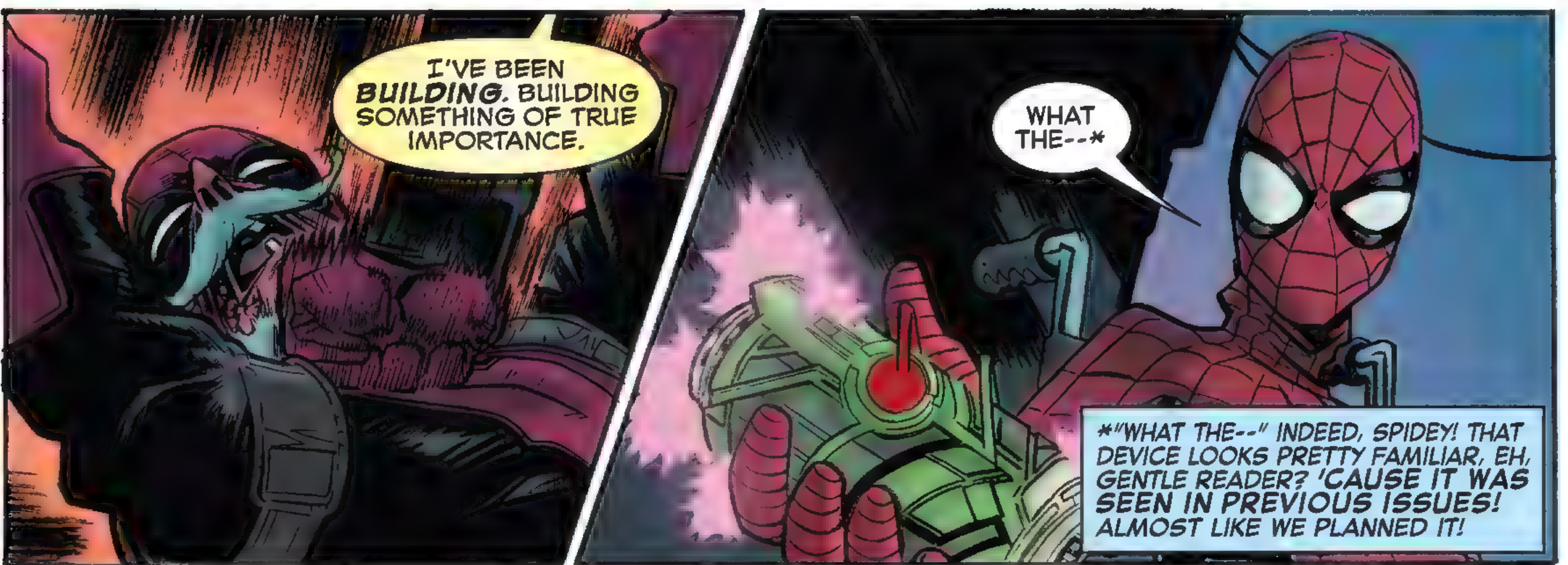




YOU SAD,
PATHETIC,
ANCIENT, LITTLE
PIECE OF
%\$#&.

DO YOU REALLY
THINK I'D COME
HERE IF I
THOUGHT YOU
COULD KILL
ME?

WHAT DO YOU THINK I'VE
BEEN DOING ALL THESE
YEARS, WADE? WAITING
TO DIE LIKE YOU AND
YOUR SAD LITTLE
FRIEND?



I'VE BEEN
BUILDING. BUILDING
SOMETHING OF TRUE
IMPORTANCE.

WHAT
THE--*

*"WHAT THE--" INDEED, SPIDEY! THAT
DEVICE LOOKS PRETTY FAMILIAR, EH,
GENTLE READER? 'CAUSE IT WAS
SEEN IN PREVIOUS ISSUES!
ALMOST LIKE WE PLANNED IT!



WHAT
HAVE YOU
EVER BUILT,
DAD?

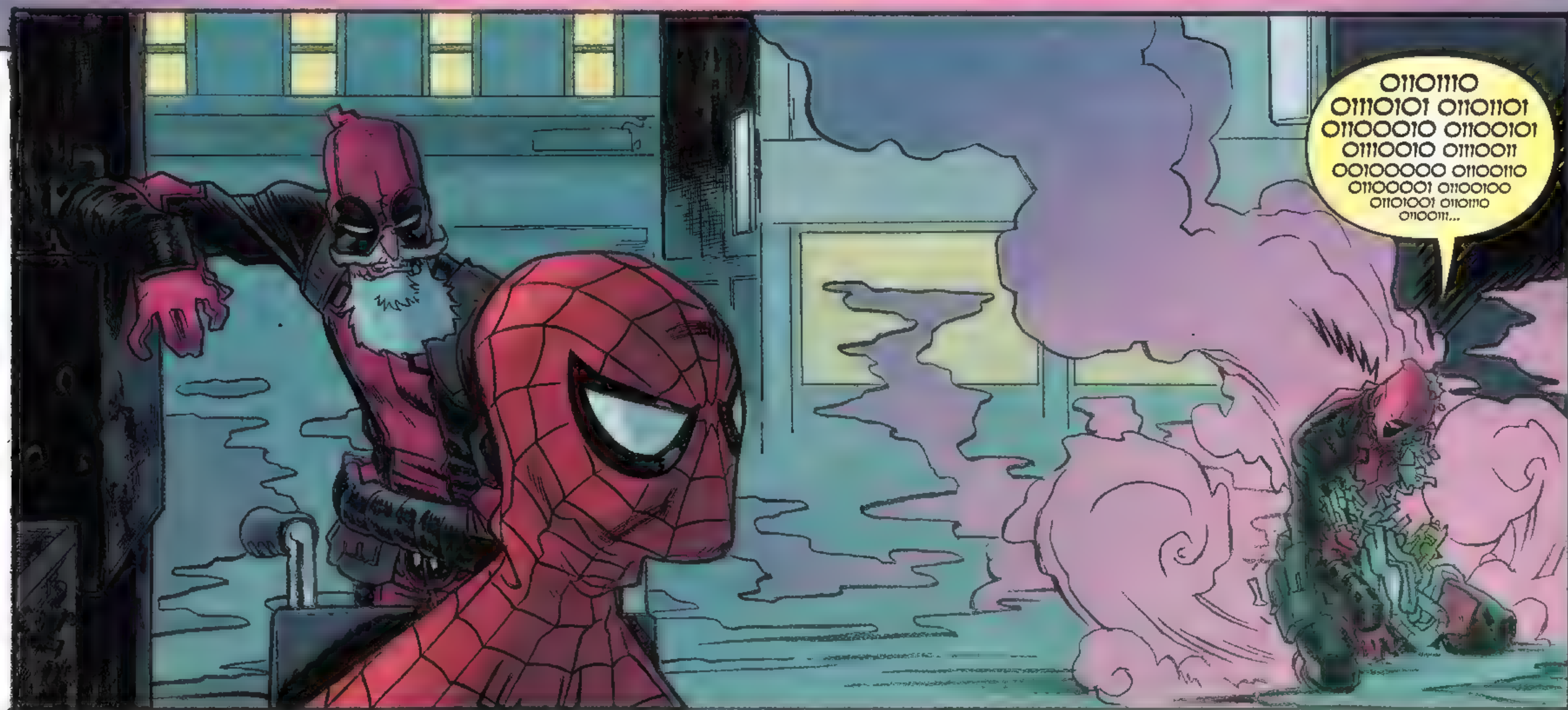
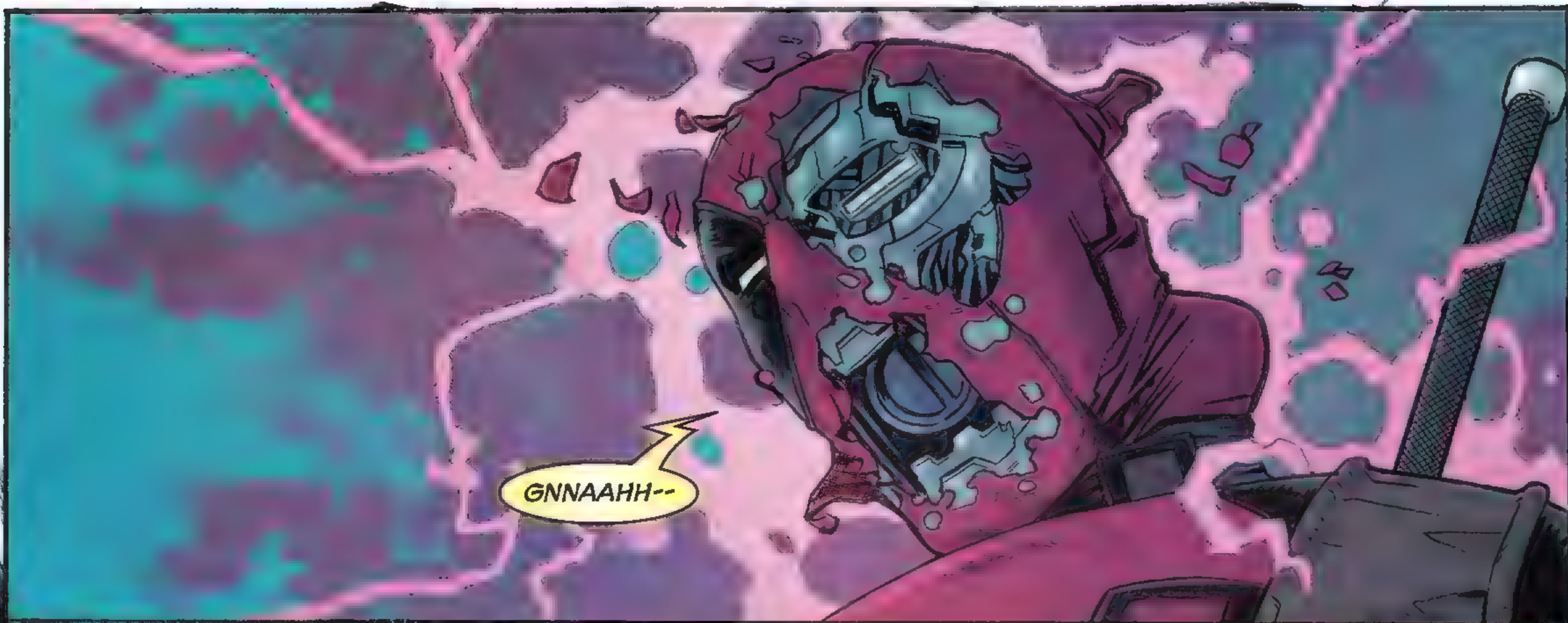
OTHER
THAN LIES--



HEY,
JERKSTORE--



--GET YOUR
HANDS OFF
MY FRIEND!



01101110
011010101 01101101
01100010 01100101
01100010 01100011
00100000 01100110
01100001 01100100
01101001 01101110
01100111...



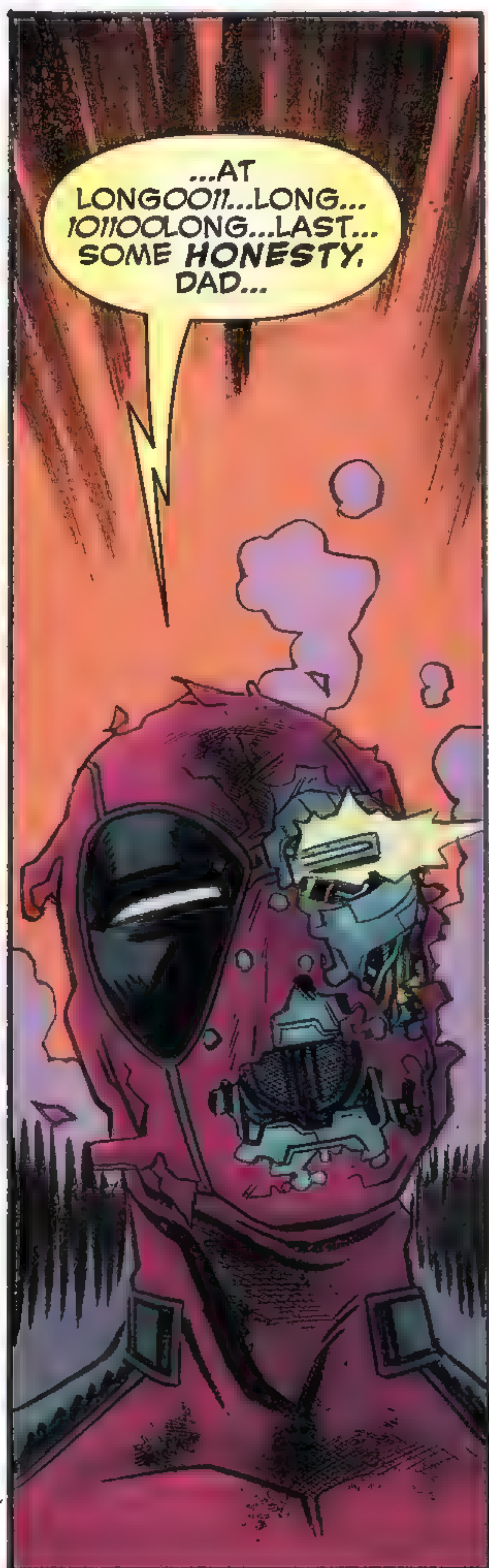
HE'S...A
ROBOT...?

I BELIEVE
THE POLITICALLY
CORRECT TERM
IS LIFE-MODEL
DECOY.

WAIT...
HE'S ONE OF
THE ONES--

--THE
CHAMELEON
UNLEASHED. ALL
THOSE YEARS
AGO. WEBS...

...WEBS...THAT
THING WAS RIGHT.
THIS IS ALL MY FAULT.
EVERYTHING WAS
MY FAULT--



...AT
LONGOOO!!...LONG...
IOIIIOOLONG...LAST...
SOME HONESTY,
DAD...

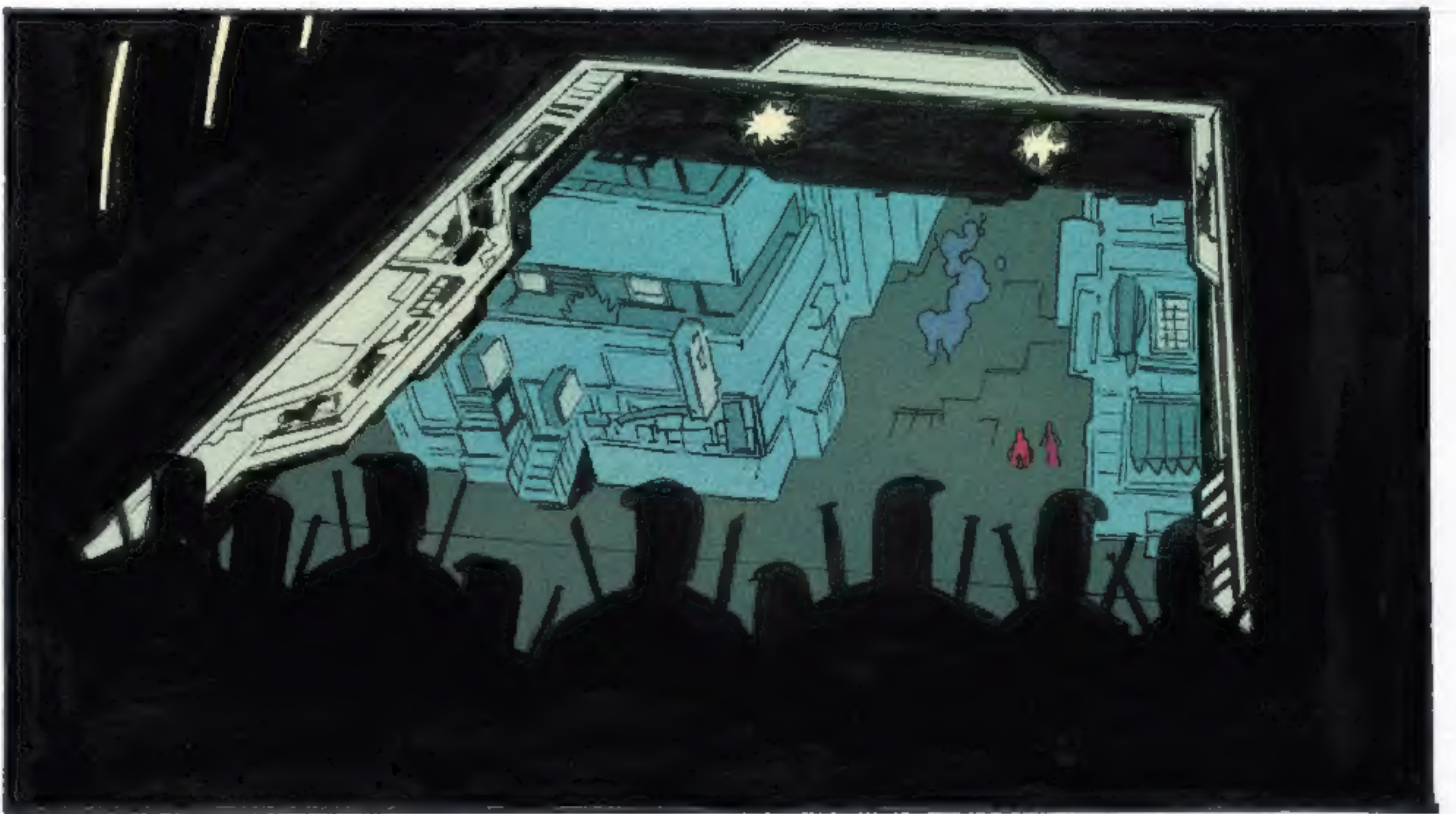


I HAVE...
HAVE...HAVE...
BEEN...LOOKING
FOR...FOR...FOR
THIS FOR
DEC-DEC-
DECADES.



FLICK

YOU...YOU...
YOU...THOUGHT
THIS DEVICE WOULD
BE THE END
OF ME...?





...AN ON
SWITCH!

TO BE CONTINUED.

**YOU WANT TO KNOW
WHAT HAPPENS *NEXT?***



